

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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| DATE RECEIVED | | | | | | | |
| | r V | | | | | | |

| | A |
|---|---------------------------------------|
| Name of Offering (check if this is an amendment and name has changed, and indicate change.) | |
| Stone Diamond Select II, L.P. | · · · · · · · · · · · · · · · · · · · |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) U | ILOE (6) |
| Type of Filing: | COR IS TV |
| | 001 71,2007 |
| A. BASIC IDENTIFICATION DATA | |
| 1. Enter the information requested about the issuer | 180 /602 |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) | |
| Stone Diamond Select II, L.P. | No. |
| Address of Executive Offices (Number and Street, City, State, Zip Code) Tel | ephone Number (Including Area Code) |
| 19747 HWY 59 N., Suite 101 Humble, TX 77338 281-4 | 46-0422 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) Te (if different from Executive Offices) | lephone Number (Including Area Code) |
| <u>same</u> same | 1 |
| Brief Description of Business | si . |
| Private Placement Offering | |
| | ear. |
| Type of Business Organization | DE CO |
| corporation I limited partnership, already formed other (please s | pecify): PHUCESSED |
| business trust limited partnership, to be formed | |
| Month Year | NOV 0 5 2002 |
| Actual or Estimated Date of Incorporation or Organization: 07 Actual Estimated | |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) | _ IHOMSON |
| CN for Canada; FN for other foreign jurisdiction) | FINANCIAL |

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: . Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Stone Diamond Holding, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 19747 HWY 59 N., Suite 101 Humble, TX 77338 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

| | | | | | В. Г. | NFORMAT | ION ABOU | T OFFERI | NG | | | | • |
|------|----------------------------------|---|------------------------------|--|---|---|--|--|---|----------------------------|--|----------------------|----------------------|
| 1. | Has the | issuer solo | l, or does th | ne issuer in | ntend to se | ll, to non-a | ccredited i | nvestors in | this offeri | ing? | | Yes | No K |
| | | | | | | Appendix | | | | | • | | |
| 2. | What is | the minim | um investm | ent that w | ill be acce | pted from a | my individ | ual? | | ******* | | \$_ 50, | 00.000 |
| 3. | | | | | | | | | Yes ℝ | No □ | | | |
| 4. | commis If a pers or states | sion or sim on to be lis s, list the na | ilar remune ted is an ass | ration for s sociated pe roker or de | solicitation rson or age caler. If mo | of purchase int of a brok ore than five | ers in conne ter or deale e (5) persor | ection with r registered is to be list | sales of sec I with the S ed are asso | curities in t EC and/or | irectly, any he offering. with a state sons of such | | |
| | | Last name curities, L | first, if indi | ividual) | | | | | | | | | |
| | | | Address (N | lumber and | Street Ci | tv. State. 7 | in Code) | | | | | | |
| | | | te 101 Hur | | • | ny, Biato, i | пр Соцо, | | | | | | |
| Nar | ne of Ass | ociated Br | oker or Dea | aler | | | | | | | | | |
| Sto. | tag in Wh | ioh Dorgon | Listed Has | . Caliaitad | or Intende | to Caliait I | Durahasara | | | | | | |
| Sta | | | " or check | | | | | ••••• | | ••••• | | ☐ Al | l States |
| | AL IL MT RI | AK IN NE SC | AZ MA NV SD | AR KS NH TN | CA KY NJ TX | CO LA NM UT | ME NY VT | DE MD NC VA | DC MA ND WA | FL MI OH WV | GA MN OK WI | MS OR WY | MO PA PR |
| Ful | l Name (l | Last name | first, if indi | ividual) | | | | | | | | | |
| Bus | siness or | Residence | Address (1 | Number an | d Street, C | ity, State, 2 | Zip Code) | | | | | | |
| Nar | ne of Ass | ociated Br | oker or De | aler | | | | | | | | | |
| Star | tes in Wh | ich Person | Listed Has | Solicited | or Intends | to Solicit l | Purchasers | | | | | | |
| | (Check | "All States | s" or check | individual | States) | ••••• | | | | | | ☐ Al | l States |
| | AL II, MT RI | AK IN NE SC | IA NV SD | AR KS NH TN | CA KY NJ TX | LA NM UT | ME NY VT | DE MD NC VA | DC MA ND WA | FL MI OH WV | GA MN OK WI | MS OR WY | ID MO PA PR |
| Ful | l Name (l | Last name | first, if indi | vidual) | | | | | | , . | | | |
| Bus | siness or | Residence | Address (N | Vumber an | d Street, C | ity, State, 2 | Zip Code) | | | | | | |
| Nar | ne of Ass | ociated Br | oker or De | aler | | | | | | | | | · · · · · · |
| Stat | tes in Wh | ich Person | Listed Has | Solicited | or Intends | to Solicit | Purchasers | | | | | | |
| | (Check | "All States | s" or check | individual | States) | | | | | | | ☐ Al | States |
| | AL IL MT | AK IN NE SC | IA NV SD | AR KS NH TN | CA KY NJ TX | CO LA NM UT | CT ME NY VT | DE MD NC VA | DC MA ND WA | FL MI OH WV | GA MN OK WI | HI MS OR WY | ID MO PA PR |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| l. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | Amount Already |
|----|--|-----------------------------|----------------------------|
| | Type of Security | Aggregate Offering Price | Sold |
| | Debt | s 0.00 | \$_ ^{0.00} |
| | Equity | \$ 0.00 | \$ 0.00 |
| | Common Preferred | | 0.00 |
| | Convertible Securities (including warrants) | | \$ \$ 0.00 |
| | Partnership Interests | | \$ 0.00 \$ 0.00 |
| | Other (Specify) | . 1.500.000.00 | T |
| | Total | <u>\$_1,500,000.00</u> | \$_0.00 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | Aggregate |
| | | Number Investors | Dollar Amount of Purchases |
| | Accredited Investors | | \$ 0.00 |
| | Non-accredited Investors | | \$ 0.00 |
| | Total (for filings under Rule 504 only) | | \$_0.00 |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. | | |
| | T COSS | Type of | Dollar Amount |
| | Type of Offering | Security | Sold S 0.00 |
| | Rule 505 | | - |
| | Regulation A | | \$_0.00 |
| | Rule 504 | | \$ |
| | Total | | \$_0.00 |
| 4 | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | Ø | \$_0.00 |
| | Printing and Engraving Costs | | \$_0.00 |
| | Legal Fces | Z | <u>\$_0.00</u> |
| | Accounting Fees | _ | \$_0.00 |
| | Engineering Fees | | \$_0.00 |
| | Sales Commissions (specify finders' fees separately) | · | § 0.00 |
| | Other Expenses (identify) | _ | \$ 0.00 |
| | Total | <u></u> | \$ 0.00 |

| L | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U | SE OF PROCEEDS | |
|-----|--|--|-----------------------|
| | b. Enter the difference between the aggregate offering price given in response to Part C — Qu and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjust proceeds to the issuer." | ed gross | \$1,500,000.00 |
| 5. | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be each of the purposes shown. If the amount for any purpose is not known, furnish an estim check the box to the left of the estimate. The total of the payments listed must equal the adjust proceeds to the issuer set forth in response to Part C — Question 4.b above. | nate and | |
| | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | Salaries and fees | 🗸 \$ <u>0.00</u> | . S 0.00 |
| | Purchase of real estate | | \$ 0.00 |
| | Purchase, rental or leasing and installation of machinery and equipment | | \$_0.00 |
| | Construction or leasing of plant buildings and facilities | | \$ 0.00 |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | | \$_0.00 |
| | Repayment of indebtedness | | \$ 0.00 |
| | Working capital | | \$ 0.00 |
| | Other (specify): | <u></u> \$_0.00 | \$ 0.00 |
| | | \$_0.00 | |
| | Column Totals | | \$ <u></u> \$ |
| | Total Payments Listed (column totals added) | | .00 |
| | D. FEDERAL SIGNATURE | | |
| sig | te issuer has duly caused this notice to be signed by the undersigned duly authorized person. If the gnature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange information furnished by the issuer to any non-accredited investor pursuant to paragraph (b | Commission, upon writte | |
| Īss | sucr (Print or Type) Signature | Date | |
| St | tone Diamond Select II, L.P. | 9/28/07 | > - |
| | nme of Signer (Print or Type) Title of Signer (Print or Type) | | |
| Dai | n H. Hill Managing Member of General Partner | r | |

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| E. STATE SIGNATURE | | | | | | |
|--------------------|--|-----|----------------|--|--|--|
| 1. | Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | Yes | No ⊠ | | | |

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) | Signature |
|-------------------------------|------------------------------------|
| Stone Diamond Select II, L.P. | 5/28/07 |
| Name (Print or Type) | Title (Print or Type) |
| Dan H. Hill | Managing Member of General Partner |

Instruction,

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 5 2 3 4 1 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate offering price Type of investor and explanation of to non-accredited amount purchased in State waiver granted) investors in State offered in state (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) Number of Number of Non-Accredited Accredited **Investors** Amount Yes No State Yes No Investors Amount X ΑL X AKX X ΑZ X × X ARX X $\mathsf{C}\mathsf{A}$ X CO × X × CT × × X DE DC X X X X FLX X GA x HI X X ID × X IL X ΙN X X X ΙA × X x KS ΚY X X LA X X x ME X MD × X X MA X X ΜI X x MNX MS X X

APPENDIX 2 4 1 3 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach Type of investor and explanation of to non-accredited offering price investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Yes Investors Yes No State No Investors Amount Amount X MO X x MT X NE × NVX X NH x X NJ × X NM × X NY × NC X X ND X X X OH × OK X X OR X × PA × X RI X SC X X SD × × TN × × TX X × UT × X VT X X VA X X WAX × wv X X WI X

| | APPENDIX | | | | | | | | | | | |
|-------|----------|---|--|--------------------------------------|--|--|--------|-----|--|--|--|--|
| 1 | | 2 | 3 | | 4 | | | | | | | |
| | to non-a | I to sell accredited as in State I-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | | | |
| WY | | × | | | | | | | × | | | |
| PR | | × | | | | | | | × | | | |

